

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

John T. Metcalf, and Lawrence
Doppelt and Manny Doppelt, as
Co-Trustees of the Frederick
Doppelt Trust, derivatively on behalf
of Eagle Bulk Shipping Inc.,

Plaintiffs,

vs.

Sophocles N. Zoullas, Alexis P. Zoullas,
Douglas P. Haensel, Jon Tomasson,
Joseph M. Cianciolo, David B. Hiley,
Thomas B. Winmill, Forrest E. Wylie,
Alan S. Ginsberg,

Defendants,

and

Eagle Bulk Shipping Inc.,
Nominal Defendant.

ECF

C.A. NO. 11-CV-3996-AKH

**JOINT NOTICE OF MOTION TO ISSUE
ORDER SCHEDULING SETTLEMENT HEARING
AND APPROVING FORM OF NOTICE TO SHAREHOLDERS**

PLEASE TAKE NOTICE that, in accordance with the requirements of Rule 23.1 of the Federal Rules of Civil Procedure and pursuant to the Stipulation of Compromise and Settlement, dated as of June 14, 2013 (the “Stipulation”) filed herewith, Plaintiff’s Counsel and Defendant’s Counsel jointly will move this Court before the Honorable Alvin K. Hellerstein, at the Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, Courtroom 14D, New York, New York, at a time and date convenient for the Court, for an order scheduling a settlement hearing in the above-referenced case; approving a form of notice to shareholders of the settlement; and

providing shareholders of Eagle Bulk Shipping Inc. (“Eagle”) the opportunity to object to the settlement; all in accordance with the Stipulation and as more fully detailed in the proposed order filed herewith. The Stipulation proposes, subject to Court approval after notice to shareholders and a hearing for the purpose of considering the Stipulation, a settlement of this case, together with a related case, *John T. Metcalf, et al. v. Sophocles N. Zoullas, et al.*, Civil Action No. 11-CV-3996-AKH, and the parties are treating the two related cases as consolidated for that purpose.¹

As further detailed in the Stipulation, the settlement was reached following extensive discovery (including large-scale document production and seven depositions) and a four-month negotiating and mediation process overseen by third-party mediator David M. Brodsky. The proposed settlement provides substantial benefits to Eagle and its shareholders (including relief addressed to each allegation made in the Complaints). Defendants have at all times denied liability, and continue to do so, but wish to eliminate the uncertainty, risk, burden and expense of further litigation.

In this motion, the parties seek approval of a proposed order establishing a schedule for the Court’s consideration of the proposed settlement, including the form of required notice to shareholders under Fed. R. Civ. P. 23.1(c), the date for a final hearing on the fairness of the settlement and any request for an award of attorneys’ fees (with indemnity to be provided by underwriters pursuant to applicable insurance policies), and the deadline for shareholders to object to the proposed settlement. The form of notice for the Court’s consideration is attached to the Stipulation as Exhibit B. The parties propose that the Court’s hearing to consider the settlement be scheduled for a date no earlier than September 2013, which would allow shareholders to receive 60 days notice of the hearing, and also 14 days from the time of the filing

¹ The stipulation also encompasses a settlement of two related actions pending in New York state court.

of the parties papers in support of the settlement to object to the settlement. Thus, any objecting shareholder would have the same amount of time as any litigant responding to a contested motion.

In light of the facts, allegations, defenses and controlling legal principles, the parties believe that the terms of settlement as set forth in the Stipulation is fair and in the best interests of Eagle and its shareholders. The parties therefore request that the Court enter the scheduling order to establish the necessary procedure for its consideration of the proposed settlement.

Dated: June 14, 2013

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And Nominal Defendant Eagle Bulk

Shipping Inc.

CERTIFICATE OF SERVICE

I hereby certify that the foregoing **“Joint Notice Of Motion To Issue Order Scheduling Settlement Hearing And Approving Form Of Notice To Shareholders”** was filed this 14th day of June, 2013, via this Court’s CM/ECF filing system, which gives electronic notice to all parties registered to receive such notice.

s/ Carol S. Shahmoon

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